

Westinghouse Savannah River Company

BOA NO. IA1997-BOA0001

Change Notice 5

THIS CHANGE NOTICE NO. 5, made this 26th day of December 2002 by and between WESTINGHOUSE SAVANNAH RIVER COMPANY, a corporation under the laws of the State of Delaware (hereinafter referred to as "WSRC") and Iron Age Corporation (hereinafter referred to as "SELLER").

WITNESSETH THAT:

WHEREAS, the parties have entered into Basic Order Agreement IA1997-BOA0001, under which the SELLER has undertaken to provide services at the Savannah River Site (hereinafter referred to as "SITE") and;

WHEREAS, the parties now desire to amend said agreement as follows:

1. Reference to Basic Ordering Agreement No. IA1997-BOA0001 dated September 29, 1997 titled "Order Placement"

This change notice is written to exercise an option to extend the Agreement from December 31, 2002 to December 31, 2003. Current GSA terms and conditions on GS-07F-0016H are invoked.

2. Reference to Basic Ordering Agreement No. IA1997-BOA0001 dated September 29, 1997 titled "Fixed Pricing"

Pricing shall be in accordance with Attachment A, Iron Age Safety Published Price List January 8, 2003 revision.

Iron Age will extend discounts similar to those currently offered to DOE and its' Management and Operating Contractors, per attachment B, for all new styles of Iron Age footwear in the 2003 product line.

All other terms and conditions of the Basic Order Agreement shall remain in full force and effect, and this Change Notice No. 5 shall be incorporated in the agreement as a part thereof.

IN WITNESS WHEREOF, the parties hereto have executed this document as of the day and year of WSRC's signature date.

WESTINGHOUSE SAVANNAH RIVER COMPANY	IRON AGE CORPORATION
By: <u>R. [Signature]</u>	By: <u>[Signature]</u>
Title: <u>SENIOR BUYER</u>	Title: <u>V.P. of Corporate Accounts</u>
Date: <u>December 26, 2002</u>	Date: <u>1/2/03</u>